



**EXHIBIT A – GOVERNANCE MATTERS**

1. **New Independent Director.** OPKO shall add one additional director to the Board within 90 days after final court approval of the settlement (the “New Director”). Such New Director shall have no current or, within the previous five years prior to appointment, former, personal, professional, or business relationships with OPKO, any 5% shareholder, or any officer or director of OPKO. The determination of candidates’ qualifications and selection of a candidate for appointment shall remain within the discretion of the Nominating Committee.
2. **Lead Independent Director Position.** The Company will maintain the position of Lead Independent Director with the following responsibilities:
  - a. The Lead Independent Director shall preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the non-management directors.
  - b. The Lead Independent Director shall serve as a liaison between the Chairman and the non-management directors.
  - c. The Lead Independent Director shall be consulted regarding information to be sent to the Board.
  - d. The Lead Independent Director shall be consulted regarding meeting agendas for meetings of the Board, and shall approve the agenda for all regular meetings of the Board.
  - e. The Lead Independent Director shall be consulted regarding meeting schedules for meetings of the Board to assure there is sufficient time for discussion, and shall approve the schedule for all regular meetings of the Board.
  - f. The Lead Independent Director shall, at each regularly scheduled meeting of the Board, convene an independent session without Company management present, except that the Lead Independent Director may invite the Company’s chief legal officer to attend such sessions.
3. **Corporate Policies Applicable to Directors**
  - a. The Company’s directors will certify at least annually (a) that they have reviewed the Code of Conduct and Business Ethics; (b) that they have complied with it; and (c) that they have not taken, and will not take, any action that violates its provisions.
  - b. Executive sessions of the Board shall be mandatory at least twice annually.

4. **Board Nominations**

- a. The Company has or will establish procedures by which the Corporate Governance and Nominating Committee of the Company is responsible for formally considering and recommending to the Board candidates to be nominated for election or re-election to the Board at each annual meeting of stockholders or to be elected to the Board as necessary to fill vacancies and newly created directorships.
- b. Formal recommendations to the Board of new Board candidates, other than those directors nominated by stockholders, will be solely made by the Corporate Governance and Nominating Committee.
- c. Formal recommendations to the Board regarding which directors shall serve on various Board committees will be solely made by the Corporate Governance and Nominating Committee.
- d. Neither the Chairman of the Board, if not independent, nor any other corporate officer will serve as a member of the Corporate Governance and Nominating Committee of the Board.
- e. The Corporate Governance and Nominating Committee will consider views, if offered, from significant shareholders concerning Board member selection and qualifications, including such issues as the independence and the experience or expertise of candidates, and will consider those views in good faith; *provided however*, that the determination of candidates' qualifications and selection of candidates for nomination shall remain within the discretion of the Corporate Governance and Nominating Committee and the Board.

5. **Board Compensation.** The Company will award director compensation that is comprised of a mix of (i) cash and (ii) deferred equity or equity-linked compensation to attempt to align the interests of the directors with those of public shareholders.

6. **Independent Investment Committee.** OPKO shall maintain the existing Independent Investment Committee of the Board. The Independent Investment Committee shall consist of at least three directors, all of whom are Independent Directors (as defined below). The New Director shall be appointed to the Independent Investment Committee. The Independent Investment Committee shall meet at least two times per year. The Independent Investment Committee shall review OPKO's public disclosures in its SEC filings concerning OPKO's minority investments and ownership. When considering whether to approve any minority investments, the Independent Investment Committee shall consider the underlying merits of the proposed investment and may, in its discretion, retain independent advisors to advise the Independent Investment Committee. The Independent Investment Committee shall report to the full Board at least once annually regarding the Committee's work.

Members of the Independent Investment Committee shall recuse themselves from participating in the consideration of any minority investment where: (i) they have a material interest in or affiliation with the potential transaction partner, or (ii) members of their immediate families or households have a material interest in or affiliation with the potential transaction partner.

OPKO shall implement annual training for the members of the Independent Investment Committee that will include an overview of OPKO's legal reporting requirements under Section 13(d) of the Securities Exchange Act of 1934. OPKO's Chief Compliance Officer shall be charged with primary responsibility to implement this provision.

7. **Compliance Training.** OPKO shall implement annual mandatory training for all directors and Section 16 officers that will include compliance with OPKO's Code of Conduct and Business Ethics. OPKO's Chief Compliance Officer shall be charged with primary responsibility to implement this provision. Such training shall be done in person where practicable. Upon completion of such annual training, each director and Section 16 officer shall provide a written certification attesting to his or her completion of the training.
8. **Director Independence.** A majority of directors on the Board shall be "independent directors." All independent directors of the Company must satisfy the definition of an "independent director" as set forth in NASDAQ Listing Rules, or such other primary exchange where the Company's securities are listed.

On at least an annual basis (and whenever an individual is considered by the Nominating and Corporate Governance Committee for election as a director), the Board will analyze each current or prospective director's eligibility to be classified as "independent" under the standard set forth above.

A director with a material conflict of interest in a matter before the Board must communicate all facts about the conflict and is expected to abstain from voting on the matter. Deliberation on the matter should take place only among non-conflicted directors.

Prior to execution of the Stipulation of Settlement, OPKO reviewed all director questionnaires submitted by the Board and as a result OPKO agrees to add disclosure to its discussion of the Board's evaluation of director independence in OPKO's 2021 proxy statement, to the extent applicable, regarding director Lerner's ownership of an interest in Zebra Biologics, Inc., and director Yu's status as an inventor under certain Academia Sinica licensed technology pursuant to which she has a potential right to payments.

9. **Compensation Committee.** When determining and approving annual executive compensation for Section 16 officers, the Compensation Committee of the Board shall take into account each such executive's performance relating to legal compliance and compliance with OPKO's internal policies and procedures.

10. **Audit Committee.** OPKO shall maintain a provision in its Audit Committee Charter that members of the Audit Committee of the Board shall not serve on the audit committees of more than two other public companies simultaneously. The Audit Committee Charter shall be revised to require that the Audit Committee meet at least six times annually, including meetings prior to commencement of the annual audit and prior to completion of the annual audit. The Audit Committee Charter shall be amended to eliminate the ability of the Audit Committee Chair alone to pre-approve or ratify and Related-Party Transaction.
  
11. **Independent Auditor – Lead Partner Rotation.** OPKO shall utilize as the independent auditor of its financial statements only a PCAOB-registered accounting firm that complies with applicable lead audit partner rotation requirements.